廣州富力地產股份有限公司

GUANGZHOU R&F PROPERTIES CO., LTD.*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2777)

Proxy Form for
Class Meeting for Holders of H Shares

To be held on 18 June 2007 or any adjournment thereof Number of H shares this proxy form relates(Note 1) ______________

I/We (Note 2) ______________________________

of ______________________________

being the registered holder(s) of ______________________________ shares of H shares (Note 3) in

Guangzhou R&F Properties Co., Ltd. (the "Company") hereby appoint the chairman of the meeting or ______________

of ______________________________

as my/our proxy(ies)to attend and act for me/us at the Class Meeting for Holders of H Shares (the "H Shareholders Class Meeting") to be held at 3:00 p.m. on 18 June 2007 at the Conference Room, 15th Floor, R&F Corporate Plaza, 19 Jiaochang Road East, Guangzhou, China, and to vote at such meeting or any adjournment thereof in respect of the resolution as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks fit.

Resolutions	For	Against
Special Resolutions		
1(A) To approve the proposed A Share Issue and each of the of the proposed terms and conditions as set out in the special resolution 1(A) of the notice of the H Shareholders Class Meeting.		
1(B) To approve and authorize the Board to determine and deal with matters, to execute all relevant agreements in relation to the Proposed A Share Issue as set out in special resolution 1(B) of the notice of the H Shareholders Class Meeting, subject to the passing of special resolution 1(A) above.		
1(C) To approve the special resolution 1(A) and 1(B) above be effective for a period of 1 year from the date of EGM and Class Meetings.		

Signature of Shareholder(s): ______________________ Date: ______________________

Note:

1. Please insert the number of shares of the Company registered in your name(s) and to which this proxy form relates. If no such number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name.

2. Please insert name(s) and address(es) of shareholder(s) as shown in the register of members.

3. Please insert the number of shares of the Company registered in your name(s).

4. If any proxy other than the chairman of the meeting is preferred, strike out "the chairman of the meeting or" and insert the name of the proxy in the space provided. If no name is inserted, the chairman of the meeting will act as your proxy. Each holder of H Shares is entitled to appoint one or more proxy(ies) to attend and vote at the meeting. A proxy need not be a shareholder of the Company. Any alternation made to this proxy form must be signed by the signer.

5. **Important: If you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". Failure to tick either box will entitle your proxy to cast your vote in his discretion.**

6. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation or institution, either under its common seal or under the hand of an officer or attorney authorized in that regard.

7. To be valid, the proxy form is to be used by holders of H Shares of the Company and, if such proxy form is signed by a person authorized by a shareholder pursuant to a power of attorney or other instruments, a notarized copy of that power of attorney or other instrument must be delivered to the Company 24 hours before the date of the H Shareholders Class Meeting.

8. Holders of H Shares who intend to attend the H Shareholders Class Meeting in person or by proxy, please fill in and sign on this proxy form and deliver it to the Company's share registrar Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 29 May 2007.

9. Completion and return of the proxy forms will not preclude a holder of H Shares from attending and voting in person if he is subsequently able to be present and has notified the Company not less than 24 hours in writing before the scheduled time of H Shareholders Class Meeting.

10. A holder of H Shares or his/her/its proxy shall produce proof of identity when attending the H Shareholders Class Meeting. If a corporate shareholder appoints its legal representative to attend the meeting, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or governing body of such shareholder.

* *For identification purpose only*